

## Board of Directors: Common Questions & Background

**Q. How should the nominating resolution of our council/board read?**

- A. Exact wording is at the discretion of your organization; however council/board motions should include the name of the nominee, specification of the E-Comm Board term (e.g. 2022-2023) and reference to election at the Annual General Meeting of E-Comm shareholders.

For example “THAT (enter municipality/board/organization) nominate (name) to serve as the nominee of (municipality/board/organization) to the E-Comm Board of Directors for the 2022-2023 term, such Board to be elected by E-Comm shareholders at the June 23, 2022 Annual General Meeting.”

**Q. What is the role of the E-Comm Board of Directors?**

- A. The E-Comm Board of Directors is responsible for stewardship of the entire E-Comm organization – it provides strategic oversight of the business and affairs of the company. E-Comm Directors are also the most senior representatives of the organization to the public and our stakeholders. To conduct its work efficiently, the Board has three standing committees: Finance, Governance and Public Affairs, and Human Resources and Compensation.

**Q. Who elects the Board of Directors?**

- A. The Shareholders elect the Board of Directors at the Annual General Meeting (AGM) of the Company. A Members’ Agreement among the shareholders sets out who may select nominees to the Board of Directors. Nominating entities are expected to select their nominee and advise the E-Comm Acting Corporate Secretary of the name of their nominee by May 13, 2022 – the candidate is then put forward for election by the shareholders-at-large at the AGM in June 2022.

**Q. What time commitment is required of Directors?**

- A: The Board typically holds five regular meetings each year, during business days, typically for four hours. The meeting schedule is published well in advance. The Board Committees also meet five times each year, during the business day, for approximately two hours each meeting.

Two additional sessions occur annually: a Board orientation session for new Directors (typically half-day) and a strategic planning session (typically 1-2 full-days).

As a best governance practice, the Board does expect a high attendance rate from its Directors.

**Q. Why is the Board of Directors term only one year? Can we nominate someone for more than one term?**

- A. The E-Comm Corporate Articles specify a term of one year. Nominating Entities may advise the Corporate Secretary in writing if they wish their nominee’s name to stand for election for a specific number of terms (e.g. four). However, the Corporate Secretary must confirm in writing each year that

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the standing nomination remains intact, however there will be no further action for the Nominating Entity unless they wish to make a change from their previous direction.

In the case of Nominating Entities that are part of a grouping, the Acting Corporate Secretary must receive written confirmation from each nominating entity of the standing nomination, including specification of number of terms. The direction must be consistent among all members of the grouping; otherwise all members of the grouping must be contacted each year asking for confirmation of the nomination.

**Q. If my organization/municipality is part of a grouping, do we have to agree on the nominee?**

A. The E-Comm Members' Agreement specifies that each designated group of members shall agree on their individual nominee. Consultation on a mutually-agreeable nominee should be undertaken prior to advising the E-Comm Corporate Secretary of the name of the nominee.

**Q. What is the difference between nominating a Board Director and sending someone to the AGM?**

A. The individual board nominees, once elected at the AGM, will serve on E-Comm's Board throughout the coming year, attending various board and committee meetings, and participating in the supervision of the organization's affairs. Your organization's representative at the AGM is simply the person who attends the AGM that day on behalf of your organization, and votes your share on any resolutions or votes which occur at the AGM that day. That person's role and duties cease after the AGM has adjourned.

**Q. Why do you contact us in March when the Board is not appointed by Shareholders until June?**

A. We provide sufficient notice of the process to allow for conferring with other members of member groupings, council and or other motions that may be required.

**Q. What do directors receive for remuneration?**

A. Meeting rates are \$397 per meeting (for Directors who are not full-time employees of a Member, the Provincial Government or Special User), twice that amount for meetings longer than four hours in duration. Board meetings are generally less than four hours.

**Q. Who do I contact with questions?**

A. Krystal Boros, Acting Corporate Secretary, 604-218-6941

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### About the annual general meeting

**Q. What is an AGM?**

A. A general meeting of all shareholders of E-Comm is required to occur at least once annually under the Business Corporations Act (BC), which regulates E-Comm’s corporate governance.

**Q. What happens at an AGM?**

A. The compulsory items on the agenda are the election of directors, the appointment (or reappointment) of the auditors, and the presentation of previous year’s financial statements. Usually, a number of additional items are also placed on the agenda, such as a general report from the directors, or presentations on new initiatives. Special business items could also be dealt with (such as changing the Corporate Articles), but shareholders would receive notice of any special business with the notice of meeting.

**Q. Who should attend AGM?**

A. A representative of the shareholder should attend the AGM to vote on the matters listed above including electing the board of directors.

**Q. What are shareholders entitled to vote on?**

A. Holders of Class A shares have one vote per share on all matters requiring a vote at the AGM, including any items of special business. Class B shares are generally non-voting, except for matters which involve certain fundamental changes – these are listed and specified in the E-Comm Corporate Articles.

**Q. What is the voting process at the AGM?**

A. Votes are conducted by a simple show of hands (voting cards) unless a shareholder demands at the meeting that a formal ballot or “poll” vote occur on a particular resolution.

**Q. What if no one can attend, can we proxy our vote?**

A. Yes. A shareholder can appoint a proxyholder (in writing) to attend and vote on the shareholder’s behalf at the AGM. The proxyholder need not be a member themselves.

Proxies must be in writing, must specify the name of the shareholder, the identity of the proxyholder, and reference the AGM in question. They must be signed by an authorized signatory of the shareholder. Proxies must be pre-registered with E-Comm at least 3 business days prior to the AGM.

**Q. How will my shares be voted if I return a proxy?**

A. Proxies usually grant the proxyholder the ability to vote on all matters at the meeting, in their discretion. If a shareholder wishes, it can restrict that discretionary power by stating in the proxy form that its

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shares must be voted in a certain manner on specified resolutions or votes which it anticipates will be before the meeting. Such language, if included, needs to be clear and unambiguous.

**Q. Can a proxy be revoked?**

A. Once granted, proxies can also be revoked, but written revocation signed by the shareholder must be given to E-Comm at least one business day prior to the AGM.

**Q. Who chairs the AGM?**

A. E-Comm's Corporate Articles specify that the chair of the Board of Directors will also chair the AGM.

**Q. How important is it that we send someone?**

A. As a shareholder of E-Comm we strongly urge in-person attendance to ensure shares are represented.

**Q. What if I have a question about the AGM?**

A. Contact Krystal Boros, Acting Corporate Secretary, at 604-218-6941.